

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

RECORDATION NO. 20907 FILED

OCT 1 '97

1-01 PM

September 30, 1997

**FIRST
UNION®**

VIA FEDERAL EXPRESS

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated March 25, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Burlington Northern Santa Fe Railroad Company
2600 Lou Menk Drive
Fort Worth, TX 76161-0032

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,



Kathy Dombrowski
Manager-Documentation

Enclosures
(BN022)

RECEIVED
SURFACE TRANSPORTATION
BOARD
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Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28th day of March, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Burlington Northern Santa Fe RR Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 28, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Schedule A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: JACK THOMAS
President

Title: _____

By: [Signature]Name: Michelle BergTitle: Office Manager

[CORPORATE SEAL]

Executed on this 9th day of Sept., 1997.

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of September, 1997.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

BURLINGTON NORTHERN SANTA FE
RR COMPANY

ATTEST:

By: Leslie K. Moll

Name: Leslie K. Moll

Title: VP Motale

By: Richard T. Knutson

Name: RICHARD T. KNUXTON

Title: DIR. Eqp. Mgmt.

Executed on this 20 day of August, 1997.

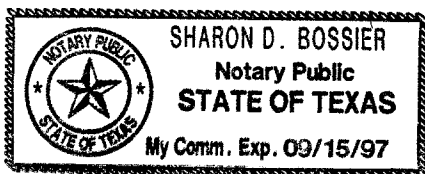
[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Tarrant

I, Sharon D. Bossier, a Notary Public in and for said state and county, certify that Leslie K. Moll personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 20th day of August, 1997.



My Commission Expires:

Sharon D. Bossier
Notary Public

(Notary Public)

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